



# The Secretary's Perspective


Aideen Gahan

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# DISCLAIMER

- We're not perfect
- We don't 'know it all'
- We don't have all the answers
- But we'll talk about some ideas which may work.



# Different Bodies – same problems

Organisations vary enormously so their boards can be very different

Nonetheless, boards tend to encounter many of the same issues which affect board effectiveness.

We want to look at this common ground



# Format of Presentation

Dividing the presentation in two

- An overview
- A concrete example



# Overview



# Board Secretarial Role

- The core duties (agenda, minutes, briefing directors etc) tend to be the same in all organisations.
- Secretaries often combine the secretarial duties with other work or tasks and cannot devote all their time to thinking about their board work.
- The Secretary is in a position to increase (or limit) the board's effectiveness.

This is the area we want to look at



First – a look at some  
secretarial styles



# The Minimalist Style

Gives the Board as little information as possible.

Motto: 'Management knows best'



# The 'pile it high' style

Secretary (and management) keep the Board very busy with long agenda and oodles of reading.

Motto: 'keep 'em busy'



# ‘Needle in a Haystack’ Style

- A more dangerous variant of the ‘Pile it High’ style
- There is one crucial piece of information in that 250 page report – but it is left to directors to spot it and recognise its importance.

Motto: ‘They can’t say they weren't told’.



# The Keeper of the Labyrinth

- Board structures, procedures and processes are very complex.
- Only the secretary understands them

Motto: 'No I don't think this could be simplified'.



Is there another way?

Can you develop and use board processes to help the Board focus on key issues?

# Why not start by telling the Board about the secretarial processes?

- An effective secretary often just schedules statutory type matters as necessary
- Several statutory/procedural issues probably turn up on most agenda but some directors may not see the pattern to this work.
- Why not give the board an indicative timetable for the year showing these key duties (e.g. accounts, health and safety reports, procurement reports, capital expenditure reviews) and when they will be scheduled.

Benefit: Board can see at a glance what must be done during the year.



# Converting the Board's Objectives to Board Work

- When the Board sets its annual objectives (and the secretary would normally be involved with the Chairman in drafting them), the secretary should 'translate' the objectives to a board workplan for distribution to the directors.

Benefit: Board can see what it needs to do at each point of the year to be on target to meet its objectives.

# No time for strategy

- Is the Board working flat out?

Endless reading .....

Long board meetings .....

Long committee meetings .....

AND hardly any time for real strategy

**THEN YOU NEED TO MAKE TIME**



Can Board  
Committees help a  
board to 'make time'  
for strategy?

# Are Board Committees of any Value?

That all depends ....

- If your committees spend hours on something and your board then spends hours on the same area again ...maybe you should
  - scrap the committee(s) or
  - review the board's processes
  
- There is no standard and perfect division of work between a board and its committees.
- A board needs to explore options to get arrangements that work for it.
- Sometimes a committee outlives its usefulness . . . . Or a board fails to establish a committee where it could be valuable

# Have you got the right division of work between board and committees?

- Are the committees confident to take on responsibilities?
- Is the board confident to assign responsibility?
- Are complex areas better retained by the full board (and has the board got time to spend on them)?
- Or would a committee be better?
- Are the committees prioritising key issues in reports to the Board – or just passing the buck upwards?



# Targeting the Board's Efforts

- Look at your Corporate Risk Review
- How much time does the board spend on the top risks?
- How much time goes on the lowest group of risks?
- Do you spend the same time on both?
- Do you spend even more time on the lower risks?
- Do you spend most time on the less important things?

# Targeting the Board's Efforts (2/4)

## – Good 'Communications'

Does your board regularly spend time on low level issues which may have a 'political/PR' dimension?

If so:

- Can you manage the public's expectations better?
- Can you manage your Department's expectations better?
- Can you brief directors better between meetings (e.g. emails about sensitive developments, texts about pr notices going up on your website inclusion on 'press cuttings' list) to reduce 'pent up' demand for information/discussions at meetings?
- Encourage Directors to telephone you with queries.

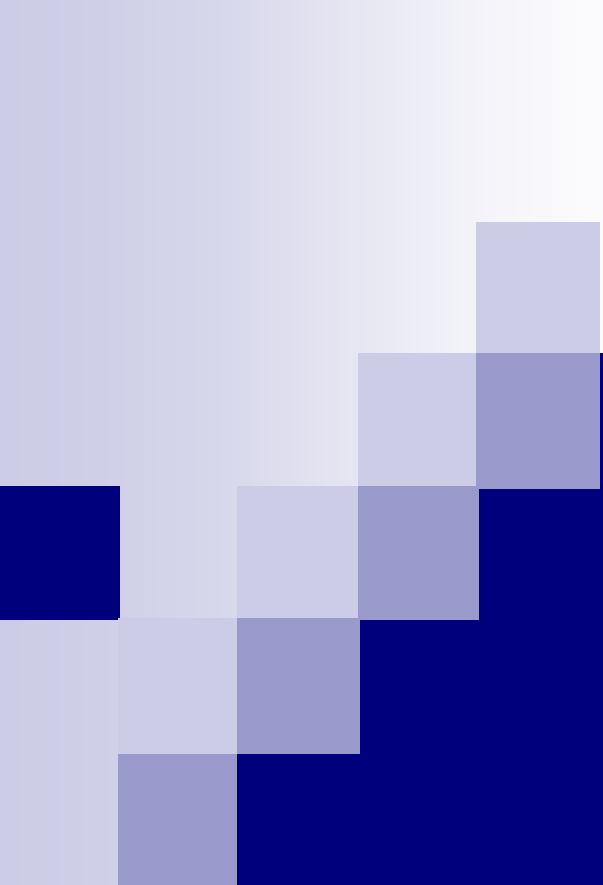
# Targeting the Board's Efforts (3/4)

Directors knowledge of the organisation – don't wait for directors to ask about

- Familiarisation programme for new directors
- Regular briefings for all directors – by management and others – on relevant topics (and give option of individual/small group presentations as necessary)
- Regular site visits

# Targeting the Board's Efforts (4/4)

- Are the board's agenda part of the problem ?
- Are strategic issues 'squeezed in' at the end of meetings – and liable to be deferred ?
- Why not take the strategic issues first at the meeting (or even at every 2<sup>nd</sup> meeting) and leave the routine reports to the end?
- Occasionally schedule a special board meeting to address important issues.



# Looking at a concrete example